# P95000001305

MERGING:

REALTY CAPITAL I, INC., a Florida corporation, #P94000005618

INTO

BARON CAPITAL IV, INC., a Florida corporation, P95000007305

File date: January 30, 1995

Corporate Specialist: Tawana McClellan

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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1/27/95
                                    PLORIDA DIVISION OF CORPORATIONS
                                     PUBLIC ACCESS SYSTEM

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THOM: GRIGER, KASDIN, HELLER & KUPERSMEIN,
     (((495000001161)))
      TOI DIVISION OF CORPORATIONS
           DEPARTMENT OF STATE
           STATE OF FLORIDA
          409 EAST GAINES STREET
                                                            6TH FLOOR
          TALLAHASSEE, PL 32399
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                                                                                                   V.
                                                           MIANI FL 33131-
    FAX: (904) 922-4000
                                                CONTACT: BRVERLY O RIEDY
                                                                                    3701-0000
                                       PHONE: (305) 372-5000
FAX: (305) 372-0052
DOCUMENT TYPE: MERGER OF
    (((895000001161)))
                         NAME: BARON CAPITAL IV, INC.
                                                            MERGER OR SHARE EXCHANGE
        PAX AUDIT NUMBER: H95000001161
           DATE REQUESTED: 01/27/1995
                                                    CURRENT STATUS: REQUESTED TIME REQUESTED: 16:15:22 CERTIFICATE OF STATUS: 0
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   TO: DIVISION OF CORPORATIONS
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       DEPARTMENT OF STATE
                                                FROM: GRIGER, KAEDIN, HELLER & KUPERSTEIN,
       STATE OF FLORIDA
409 EAST GAINES STREET
                                                        1428 BRICKELL AVE
                                                        6TH FLOOR
 TALLAHASSRE, PL 32399
FAX: (904) 922-4000
                                                        MIANI PL 33131.
                                    CONTACT: BEVERLY O RIEDY
PHONE: (305) 372-5000
PAX: (305) 372-0052
DOCUMENT TYPE: MERGER OR SHARE
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 (((E95000001161)))
     NAME: BARON CAPITAL IV, INC.
                                                        MERGER OR SHARE EXCHANGE
       DATE REQUESTED: 01/27/1995
                                                         CURRENT STATUS: REQUESTED
     CERTIFIED COPIES: 1
                                                         TIME REQUESTED: 16:15:22
     NUMBER OF PAGES: 1
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## FLORITA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 30, 1995

BARON CAPITAL IV, INC. 1150 CLEVELAND STREET STE. 420 CLEARMATER, FL 34615

SUBJECT: BARON CAPITAL IV, INC. REF: P95000007305

Who received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Tawana McClellan Corporate Specialist

FRM Rud. #: H9500C001161 Letter Number: 295000003765

Division of Corporations - P.O. Box 5327 - Tallahassee. Florida 32314

95 JAN 30 PH 3: 47

TATE PRAHDUS

YA# H95-1161

ARTICLES OF KERGER OF DARON CAPITAL IV, INC. a Florida corporation and REALTY CAPITAL I, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105, Florida Statutos, these Articles of Merger provide that:

- 1. Realty Capital I, Inc., a Florida corporation Roalty shall be morged with and into Baron Capital IV, Inc., a Florida corporation ("Baron"), which shall be the surviving corporation.
- The merger shall become effective when those Articles of Morgor are filed by the Secretary of State of Florida (the "Effective Time").
- 3. Baron adopted the plan of merger on January  $\underline{T}$ , 1995 by the unanimous vote of its Shareholders and Board of Directors.
- 4. Realty adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shareholders and Board of Directors.

IN WITNESS WHEREOF, these Articles of Herger have been executed on behalf of Baron and Realty by their authorized officers as of January D, 1995.

REALTY CAPITAL I, INC., a Plorida

corporation

RECORY K. McGRATH, President

BARON CAPITAL IV, INC., a Florida

corporation

GREBORY K. McGRATH, President

Keith J. Blum, Eug. Geiger, Kasdin, Beller & Kuperstein, P.A. 1428 Brickell Avenue, 6th Floor

Miami, Plorida 33131 Telephone: (305)372-5000 Pacsimile: (305)372-0052 Florida Bar #0879185

FA# H95-1161

YA#: B95-1161

### AGREKHENT AND PLAN OF MERGER

This Agreement and Plan of Herger, (the "Agreement"), made this 22 day of January, 1995 by and between BARON CAPITAL 1V, INC., a Florida corporation ("Baron") and REALTY CAPITAL I, INC., a Florida corporation ("Realty").

WHERRAS, Baron desires to merge with Realty and Realty desires to marge with Baron with Baron as the surviving corporation.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

- 1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Refective Time (as defined below) Realty shall be merged with and into Baron (the "Herger"), the separate and corporate existence of Realty shall coase and Baron (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (Baron and Realty shall be collectively referred to as the "Constituent Corporations").
- 2. The Morgar shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").
- 3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature of each of the Constituent Corporations shall be vosted in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
- 4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.
- 5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
- (A) Each issued and outstanding share of the capital stock of Roalty shall be canceled without payment of any consideration and without any conversion; and
- (b) Rach issued and outstanding share of capital stock of Baron shall remain issued and outstanding.

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FA7: 1194-1161

- 6. The Articles of Incorporation of Baron in effect immediately prior to the Effective Time shall continue without change and shall be the Articles of Incorporation of the Surviving Corporation.
- 7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by the respective presidents and secretaries thereunto duly authorized by their respective board of directors.

EARON CAPITAL IV, INC., a Plorida corporation

GREGORY K. MCGRATH, Socrotary

McGRATH, President

REALTY CAPITAL I, INC., a Florida corporation

GRACORY K. MCGRATH, President

GREGONY K. McGRATH, Secretary

Janest Faxue

## MERGING: P95000007305

REALTY CAPITAL III, INC., a Florida corporation, #P94000005626

INTO

BARON CAPITAL IV, INC., a Florida corporation, P95000007305

File date: January 30, 1995

Corporate Specialist: Tawana McClellan

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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                       BLECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS
                                   PRON: GEIGER, KASDIN, HRLLER & KUPERSTEIN,
                                          1428 BRICKELL AVE
    DEPARTMENT OF STATE
                                          6TH FLOOR
    STATE OF FLORIDA
                                          MIANI PL 33131-
    409 EAST GAINES STREET
                                                             000000
    TALLAHASERK, FL 32399
                                CONTACT: BEVERLY O RIEDY
                                  PHONE: (305) 372-5000
PAX: (305) 372-0052
AX: (904) 922-4000
                                          MERGER OR SHARE EXCHANGE
((H95000001164)))
                          DOCUMENT TYPE:
               NAME: DARON CAPITAL IV, INC.
   PAX AUDIT NUMBER: H95000001164
                                           CURRENT STATUS: REQUESTED
     DATE REQUESTED: 01/27/1995
                                           TIME REQUESTED: 16:24:35
                                    CERTIFICATE OF STATUS: 0
   CERTIFIED COPIES: 1
    NUMBER OF PAGES: 1
                                       METHOD OF DRLIVERY: PAX
   BETIMATED CHARGE: $122.50
                                           ACCOUNT NUMBER: 076030000723
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   DEPARTMENT OF STATE
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                                         6TH FLOOR
   STATE OF FLORIDA
   409 BAST GAINES STREET
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                                CONTACT: BEVERLY O RIEDY
   TALLAHASSEE, FL 32399
AX: (904) 922-4000
                                         (305) 372-5000
                                  PHONE:
                                    FAX:
                                         (305) 372-0052
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                                          MERGER OR SHARE EXCHANGE
                         DOCUMENT TYPE:
              NAME: BARON CAPITAL IV, INC.
                                           CURRENT STATUS: REQUESTED
  PAX AUDIT NUMBER: H95000001164
   DATE REQUESTED: 01/27/1995
                                           TIME REQUESTED: 16:24:35
                                    CERTIFICATE OF STATUS: 0
  CERTIFIED COPIES: 1
   NUMBER OF PAGES: 1
                                       METHOD OF DELIVERY: FAX
  ESTIMATED CHARGE: $122.50
                                           ACCOUNT NUMBER: 076030000723
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#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 30, 1995

BARON CAPITAL IV. INC. 1150 CLEVELAND STREET STE. 420 CLEARWATER, FL 34615

SUBJECT: BARON CAPITAL IV. INC. REF: P95000007305

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other accurities of the surviving corporation or any other corporation or, in whole or in part, into each or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into each or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Tawana McClellan Corporate Specialist FAX Aud. #: H95000001164 Letter Number: 795A00003767

Division of Corporations - P.O. Box 6327 - Tallahasses, Florida 32314

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FAP 1195-1164

95 JAN 30 PH 12: 59

ARTICLES OF MERGER OF BARON CAPITAL IV, INC. a Florida corporation and REALTY CAPITAL III, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105, Plorida Statutos, these Articles of Merger provide that:

- 1. Realty Capital III, Inc., a Florida corporation Realty shall be merged with and into Baron Capital IV, Inc., a Florida corporation ("Baron"), which shall be the surviving corporation.
- 2. The merger shall become effective when these Articles of Morger are filed by the Secretary of State of Florida (the "Effective Time").
- 3. Baron adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shareholders and Board of Directors.
- 4. Healty adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shareholders and Board of Directors.

IN WITNESS WHEREOF, these Articles of Morger have been executed on behalf of Baron and Realty by their authorized officers as of January 21, 1995.

REALTY CAPITAL III, INC., a Florida

corporation

By: Frank M. Hoganth, President

BARON CAPITAL IV, INC., a Florida corporation

COLDOFICION

CREGORY K. McGRATH, President

Keith J. Blum, Ksq.
Geiger, Kasdin, Holler & Kuperstein, P.A.
1428 Brickell Avenue, 6th Ploor
Miami, Florida 33131
Telephone: (305)372-5000
Facsimile: (305)372-0052
Florida Bar #0879185

FA# H95-1164

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FAF: 895-1164

### AGREEMENT AND PLAN OF MERCER

This Agreement and Plan of Morger, (the "Agreement"), made this 27 day of January, 1995 by and between BARON CAPITAL IV, INC., a Florida corporation ("Baron") and REALTY CAPITAL III, INC., a Florida corporation ("Realty").

WHEREAS, Baron desires to merge with Realty and Realty desires to merge with Baron with Baron as the surviving corporation.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

- 1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below) Realty shall be merged with and into Baron (the "Merger"), the separate and corporate existence of Realty shall cease and Baron (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (Baron and Realty shall be collectively referred to as the "Constituent Corporations").
- 2. The Murger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").
- 3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estats vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
- 4. All obligations belonging to e- due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.
- 5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
- (a) Bach issued and outstanding share of the capital stock of Realty shall be canceled without payment of any consideration and without any conversion; and
- (b) Each issued and outstanding share of capital stock of Baron shall remain issued and outstanding.

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#### FA#: 1195-1164

- 6. The Articles of Incorporation of Baron in effect immediately prior to the Effective Time shall continue without change and shall be the Articles of Incorporation of the Surviving
- 7. This document may be executed in one or more counterparts, a complete set of which shall constitute one

IN WITNESS WHEREOP, the Constituent Corporations have caused their respective corporate names to be signed hereto, by the respective presidents and secretaries thereunto duly authorized by their respective board of directors.

HARON CAPITAL IV, INC., a Florida

GREGOR MCGRATH, Promident

GREGORY McGRATH, Socretary

REALTY CAPITAL III, INC., a Plorida

By:

GREGO McGRATH, Prosident

Attest:

GREGOR MCGRATH, Secretary

# P95000007305

MERGING:

REALTY CAPITAL II, INC., a Florida corporation, #P94000005624

INTO

BARON CAPITAL IV, INC., a Florida corporation, P95000007305

File date: January 30, 1995

Corporate Specialist: Tawana McClellan

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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                                          PROM: GRIGER, KAHDIN, MHLLER & KUPERSTEIN,
      DEPARTMENT OF STATE
                                                 1428 BRICKHIL AVE
      STATE OF FLORIDA
                                                 6TH FLOOR
      409 EAST GAINES STREET
                                                 MIAMI PL 33131-
                                                                       3701-0000
      TALLAHASSER, PL 32399
                                       CONTACT: BRVBRLY O RIEDY
 PAXI (904) 922-4000
                                         PHONE: (305) 372-5000
FAX: (305) 372-0052
 (((195000001162)))
                                DOCUMENT TYPE:
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                   NAME: BARON CAPITAL IV, INC.
    PAX AUDIT NUMBER: H95000001162
                                                   CURRENT STATUS: REQUESTED
      DATE REQUESTED: 01/27/1995
                                                   TIME REQUESTED: 16:17:23
    CERTIFIED COPIES: 1
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     NUMBER OF PAGES: 1
    ESTIMATED CHARGE: $122.50
                                                  ACCOUNT NUMBER: 076030000723
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 TO: DIVISION OF CORPORATIONS
                                         FROM: GRIGER, KASDIN, HELLER & KUPERSTEIN,
     DEPARTMENT OF STATE
                                                1428 BRICKELL AVE
     STATE OF FLORIDA
409 RAST GAINES STREET
                                                6TH FLOOR
                                                MIAMI PL 33131-
                                                                      3701-0000
     TALLAHASSEB, FL 32399
                                     CONTACT: BEVERLY O RIRDY
PAX: (904) 922-4000
                               PHONE: (305) 372-5000
FAX: (305) 372-0052
DOCUMENT TYPE: MERGER OR SHAN
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                                                MERGER OR SHARE EXCHANGE
                  NAME: HARON CAPITAL IV, INC.
    FAX AUDIT NUMBER: H95000001162
                                                  CURRENT STATUS: REQUESTED
      DATE REQUESTED: 01/27/1995
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### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 30, 1995

BARON CAPITAL IV, INC. 1150 CLEVELAND STREET STE. 420 CLEARWATER, FL 34615

SUBJECT: BARON CAPITAL IV, INC. REF: P95000007305

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The articles of merger must contain the provisions of the plan of mergur or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Tawana McClellan Corporate Specialist

FAX Aud. #: H95000001162 Latter Number: 495A00003767

Division of Corporations - P.O. Box 6327 - Tallahasses, Florida 32314

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FA# H95-1162

95 JAN 30 FH 12: 59

ARTICLES OF MERGER OF BARON CAPITAL IV, INC. a Florida curporation and REALTY CAPITAL II, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105, Plorida Statutes, these Articles of Herger provide that:

- 1. Realty Capital II, Inc., a Florida corporation Realty shall be marged with and into Baron Capital IV, Inc., a Florida corporation ("Baron"), which shall be the surviving corporation.
- 2. The merger shall become effective when these Articles of Merger are filed by the Secretary of State of Florida (the "Effective Time").
- 3. Baron adopted the plan of merger on January 77, 1995 by the unanimous vote of its Sharsholders and Board of Directors.
- 4. Realty adopted the plan of merger on January 27, 1995 by the unanimous vote of its Shureholders and Board of Directors.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Baron and Realty by their authorized officers as of January 17, 1995.

REALTY CAPITAL II, INC., a Florida corporation

 $\mathcal{M}$ 

GREGORY K. McGRATH, President

BARON CAPITAL IV, INC., a Florida corporation

- 1

GMEGORY K. McGRATH, President

Keith J. Blum, Rsq.
Geiger, Kasdin, Beller & Kuperstein, P.A.
1428 Brickell Avenue, 6th Floor
Hiami, Florida 33131
Telephone: (305)372-5000
Facsimile: (305)372-0052
Florida Bar #0879185

PA# H95-1162

ji\work\kjb\haron\barocapi.art/p.l

FAT: 1195-1162

### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Nerger, (the "Agreement"), made this 27 day of January, 1995 by and between HARON CAPITAL IV, INC., a Plorida corporation ("Baron") and REALTY CAPITAL II, INC., a Florida corporation ("Realty").

WHEREAS, Baron desires to marge with Realty and Realty desires to merge with Baron with Baron as the surviving corporation.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

- 1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below) Realty shall be merged with and into Baron (the "Morger"), the separate and corporate existence of Realty shall coase and Baron (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (Baron and Realty shall be collectively referred to as the "Constituent Corporations").
- 2. The Marger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").
- 3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
- 4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.
- 5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
- (a) Each issued and outstanding share of the capital stock of Realty shall be canceled without payment of any consideration and without any conversion; and
- (b) Each issued and outstanding share of capital stock of Baron shall remain issued and outstanding.

7A#1 H95-1162

- 6. The Articles of Incorporation of Baron in effect immediately prior to the Effective Time shall continue without change and shall be the Articles of Incorporation of the Surviving Curporation.
- This document may be executed in one or counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hareto, by the respective presidents and secretaries theseunto duly authorized by their respective board of directors.

BARON CAPITAL IV, INC., a Florida corporation

GUIGON' McGRATH, Prosident

Attost: GREGORY K. MCGRATH, Secretary

REALTY CAPITAL II, INC., a Florida

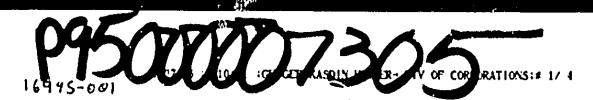
corporation

By: GREGORY, K. McGRATH, Prosident

Attest: GREGORY K. MCGRATH, Secretary

4

SENT BY:



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1/25/95
                        FLORIDA DIVISION OF CORPORATIONS
                             PUBLIC ACCESS SYSTEM
(((H95000001010)))
                         KLKCTRONIC FILING COVER SHEET
                                     FROM: CEICER, KASDIN, HELLER & KUPERSTEIN
 TO: DIVISION OF COMPORATIONS
     DEPARTMENT OF STATE
                                           1428 BRICKELL AVE
     STATE OF FLORIDA
                                           6TH FLOOR
     409 EAST GAINES STREET
                                          MIANI FL 33131-
                                                              34-0000
     TALLAHASSEE, FL 32399
                                  CONTACT: BEVERLY O RIEDY
FAX: (904) 922-4000
                                    PHONE: (305) 372-5000
                                      FAX: (305) 372-0052
(((1195000001010)))
                            DOCUMENT TYPK: FLORIDA PROFIT CORPORATION OR P.A.
                 NAME: BARON CAPITAL IV, INC.
    FAX AUDIT NUMBER: H95000001010
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                                            TIME REQUESTED: 14:31:18
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                                     FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
    DEPARTMENT OF STATE
                                          1428 BRICKELL AVE
    STATE OF PLORIDA
                                          6TH FLOOR
    409 EAST GAINES STREET
                                          HIAMI FL 33131-
                                                             34-0000
    TALLAHASSEE, FL 32399
                                  CONTACT: BEVERLY O RIEDY
FAX: (904) 922-4000
                                    PHONE: (305) 372-5000
                                     FAX: (305) 372-0052
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                            DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
                NAME: BARON CAPITAL IV, INC.
                                            CURRENT STATUS: REQUESTED
   FAX AUDIT NUMBER: H95000001010
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FA#: H95- 1010

### ARTICLES OF INCORPORATION OF BARON CAPITAL IV, INC.

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### ARTICLE I

The name of the Corporation is BARON CAPITAL IV, INC.

### ARTICLE II DURATION

This Corporation shall commence on January 25, 1995 and shall continue perpetually thereafter.

### ARTICLE III PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

### ARTICLE IV PRINCIPAL OFFICE AND NATIONG ADDRESS

The principal office and mailing address of the corporation is: 1150 Cleveland Street, Suite 420, Clearwater, Florida 34615.

#### ARTICLE V CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Koith J. Blum, Esq.
GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephono: (305) 372-6000
Facsimile: (305) 372-0052
Florida Bar Number: 0879185

SENT BY:

1-27-93 : 10:52 (CEICER KASDIN HELLER+ DIV OF CORFORATIONS:# 3/ 4

FA1: H95-1010

### ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1150 Cleveland Street, Suite 420, Clearwater, Florida 34619, and the name of the initial Registered Agent of this Corporation at that address is GREGORY K. MCGRATH.

### ARTICLE V.T INCORPORATOR

The name and address of the person signing these Articles is:

Namo

Address

GREGORY K. MCGRATH

1150 Cleveland Street Suite 420

Clearwater, Florida 34615

### ARTICLE VIII POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

### ARTICLE IX

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of panuary, 1995.

GREGORY K. MCGRATI

Fλ#: H95- 1010

FA4: H95-1010

### CERTIFICATE CHBIGNATING REGISTERED OFFICE FOR SERVICE OF PROCESS FITHIM THE STATE OF FLORIDA, MAKING REGISTERED AGENT UPON WHOM PROCESS MAY DE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BAROM CAPITAL IV, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED GREGORY K. MCGRATH, LOCATED AT 1150 CLEVELAND STREET, SUITE 420, PINELLAS COUNTY, CLEARWAYER, FLORIDA 34615, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE/OF FLORIDA.

GREGOLY K. MCGRATH

Incorporator TITLE

January 25, 1995 DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

CDEGWDY K ACCDIMI

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### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

ARTICLES OF MERGER Merger Sheet

MERGING:

REALTY CAPITAL IV, INC., a Florida corporation, P94000008708

INTO

BARON CAPITAL IV, INC., a Florida corporation, P95000007305

File date: March 6, 1995

Corporate Specialist: Linda Stitt

3- 6-95 : 10:45 :GEIGER KASDIN HELLER→ DIV OF CORPORATIONS:# 1/ 3

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                            FLORIDA DIVISION OF CORPORATIONS
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    TO: DIVISION OF CORPORATIONS
                                        FROM: CRIGER, KASDIN, HELLER & KUPERSTEIN,
        DEPARTMENT OF STATE
                                               1428 BRICKELL AVE
        STATE OF FLORIDA
409 FAST GAINES STREET
                                               6TH FLOOR
                                               MIANI FL 33131.
        TALLAHASSER, FL 32399
                                                                   731 -
                                     CONTACT: BEVERLY O RIEDY
   FAX: (904) 922-4000
                                       PHONE: (305) 372-5000
FAX: (305) 372-0052
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                               DOCUMENT TYPE: MERGER OR SHARE EXCHANGE
                   NAME: BARON CAPITAL IV. INC.
       FAX AUDIT NUMBER: H95000002532
                                                CURRENT STATUS: REQUESTED
         DATE REQUESTED: 03/06/1995
                                                TIME REQUESTED: 10:16:52
       CERTIFIED COPIES: 1
                                         CERTIFICATE OF STATUS: 0
       MIMBER OF PAGES: 2
                                            METHOD OF DELIVERY: FAX
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## FLORIDA DEPARTMENT OF STATE Satulta B. Mortham Secretary of State

March 6, 1995

BARON CAPITAL IV, INC. 1150 CLEVELAND STREET STE. 420 CLEARWATER, FL. 34615

SUBJECT: BARON CAPITAL IV, INC. REF: P95000007305

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt Corporate Specialist FAK Aud. \*: H95000002532 Letter Number: 395A00009832

Division of Corporations - P.O. Box 6327 - Tallahasseo, Florida 32314

3- 6-95 : 12:40 :GEIGER KASDIN HELLER+ DIV OF CORPORATIONS:# 2/ 6

PA#1 1195-2532

ARTICLES OF HERGER OF RAPON CAPITAL IV. INC.

a Florida corporation and

REALTY CAPITAL IV, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

- 1. Realty Capital IV, Inc., a Florida corporation, ("Realty") shall be marged with and into Baron Capital IV, Inc., a Florida corporation ("Baron"), which shall be the surviving corporation.
- 2. The merger shall become offective when these articles of Merger are filed by the Secretary of State of Fiorida (the "Effective Time").
- 3. At the Rffective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
- (a) Each issued and outstanding share of the capital stock of Realty shall be canceled without payment of any consideration and without any conversion; and
- (b) Each issued and outstanding share of capital stock of Daron shall remain issued and outstanding.
- 4. Baron adopted the plan of merger on March 3, 1995 by the ununimous vote of its Shareholders and Board of Directors.

Koith J. Blum, Boq.
Golgar, Kasdin, Heller & Kuperstein, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305)372-5000
Facsimile: (305)372-0052
Florida Bar #0679185

VA#: H95- 2532

SECKELARY STAGES

SENT BY: SENT BY: 3- 0-85 : 12:43 :GEIGER KASDIN HELLER- DIV OF CORPORATIONS:# 3/ 6

FA#: 1195-2532

5. Realty adopted the plan of morger on March 3, 1995 by the unanimous vota of its Shareholders and Board of Directors.

IN WITNESS WHEREOF, these Articles of Margar have been executed on behalf of Baron and Realty by their authorized officers as of March  $\overline{I}$ , 1995.

REALTY CAPITAL IV, INC., a Florida corporation

Ry ORKEONY & MOCHATII Drougdone

BARON CHITTAL IV, INC., a Florida corporation,

ZREGOW K ModRATH, Prosident

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PA# #95- 2532

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SENT BY:

3 6 95 - 12:43 (GEIGER KASDIN HEITER+ DIV OF CORPORATIONS:# 47 6

PARE 1195-2532

#### AGREEMENT AND PLAN OF MERCHE

This Agreement and Plan of Merger, (the "Agreement"), made this 3 day of March, 1995 by and between BARON CAPITAL IV, INC., a Plorida corporation ("Baron") and REALTY CAPITAL IV, INC., a Plorida corporation ("Realty").

WHEREAS, Baron desires to merge with Realty and Roulty desires to merge with Baron with Baron as the surviving corporation.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

- 1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below) Realty shall be merged with and into Baron (the "Merger"), the separate and corporate existence of Realty shall coase and Baron (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of the State of Florida under its present name. (Baron and Realty shall be collectively referred to as the "Constituent Corporations").
- 2. The Morger shall become affective as of the date the Articles of Morger are filed with the Secretary of State of Florida (the \*Effective Time\*).
- Interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
- 4. All obligations belonging to or due to each of the Constituent Corporations shall be vented in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.
- 5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
- (a) Each issued and outstanding share of the capital stock of Realty shall be canceled without payment of any consideration and without any conversion; and
- (b) Each issued and outstanding share of capital stock of Baron shall remain issued and outstanding.

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5 6 95 - 12-14 GEIGER KASDIN HELLER+ DIV OF CORPORATIONS:# 57 6 5 5 5 5 16-48 GEIGER KASDIN HELLER+ 01054448028:# 77 7

PAFE H95 2532

- 6. The Articles of Incorporation of Baron in effect immediately prior to the Effective Timo shall continue without change and shall be the Articles of Incorporation of the Surviving Corporation.
- 7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, by the respective presidents and socratarius thorounto duly authorized by their respective board of directors.

By: X INTITATION
GRENORY VIMERRATH, WESTERDE
GREGORY K. MOZENTH, Socretary
REALTY CAPITAL IV, INC., a Prorida corporation)
GREGORY A MOGRATIL PLANTAGE
Attest: The Activity